

MICHAEL BEST

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February 15, 2011

Don M. Millis
Joseph W. Handrick
Reinhart Boerner Van Deuren S.C.
22 E. Millin St., Suite 600
Madison, WI 53701-2018

Re: Wisconsin State Senate, by its Majority Leader Scott L. Fitzgerald and the Wisconsin State Assembly, by its Speaker Jeff Fitzgerald – 2011-12 Redistricting

Gentlemen:

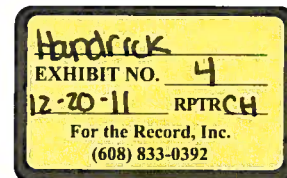
This letter confirms our engagement of Joseph W. Handrick as a consultant in connection with our representation of the Wisconsin State Senate, by its Majority Leader Scott L. Fitzgerald and the Wisconsin State Assembly, by its Speaker Jeff Fitzgerald (the "Client") in the above matter, which involves potential litigation.

Mr. Handrick will be providing consultation on Wisconsin demographic matters and will perform those services as directed by us and other counsel in connection with our provision of legal services to the Client.

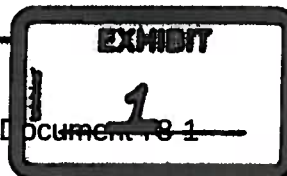
While this retention is directed to you by this office, the sole responsibility for payment of amounts due to you rests with the Client. You will be paid \$5,000 per month, beginning as of the date this engagement letter is executed and continuing through May, 2012, or until this retention is terminated, whichever comes sooner.

As this retention is in anticipation of potential litigation, all matters must remain confidential until such time as the Client determines otherwise.

While it is both your intention and the intention of the Client to continue this retention through the entire period described above, both the Client and you shall have the right to terminate this retention at any time. If the retention is terminated no further amounts shall be due or paid to you.



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If this engagement letter reflects your understanding, please sign, date and return that signed letter to us.

We look forward to working with you.


Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

By: 
Eric M. McLeod

cc: James R. Troupis

ACKNOWLEDGED, AGREED AND CONSENTED TO:

By: 

Dated: 2/12/11

027418-000110007480.1

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